

REVISED

## BYLAWS OF THE GOVERNING BOARD

### IOWA GOVERNMENTAL HEALTH CARE PLAN I.G.H.C.P.

1. AUTHORITY. These bylaws which govern members of Iowa Governmental Health Care Plan I.G.H.C.P. (the Group), the operation of that plan (the Plan), and the transaction of business by the Governing Board (the "Board"), are adopted pursuant to the authority of the Health and Related Benefits Program 28E Agreement between the participating agencies. These bylaws supplement the Agreement and any bylaw or action taken by the Board in conflict or inconsistent with the Agreement is invalid to the extent of such conflict or inconsistency.
2. MEETINGS. Meetings of the Board shall be held at least annually, and may be held more often, at a time and place established by the Chairperson satisfactory to a majority of the members of the Board. Any member of the Board may submit agenda items for such meetings, such items to be submitted to the Chairperson at least five days in advance of the meeting. Chairperson or Chairperson's designee shall provide a one-week notice of meetings to all representatives of participatory agencies as provided for in the Agreement.
3. MINUTES. The governing Board through the Secretary or a designee shall keep minutes of all meetings and provide for filing copies of the same in the office of the designated representative from such participating agency.
4. ELECTION AND TERM OF OFFICERS. The election of officers provided for under the Agreement shall take place once each year for a term commencing at the annual Board Meeting held approximately February 1st through January 31st of the following year.

For the period of July 1, 2005 the initial election will be held after the July effective date. In the event of the resignation of an officer of the Board or the removal of an officer by his or her respective governing body, a special election shall be held within 60 days to fill the vacancy for the remainder of the term. Nothing herein prevents the temporary appointment of acting officers in the interim. Initial officers shall be elected at the organizational meeting to serve in that capacity from date of election to June 30th of the first plan year of the organization.

5. OFFICER DUTIES.
  - a. CHAIRPERSON - The Chairperson shall be the presiding officer of the Governing Board and when present, shall preside at all meetings of said Board. The Chairperson shall, on behalf of the Governing Board, but only as authorized by the Board, execute all contracts, legal documents, and

other instruments necessary to the operation of the Group. The Chairperson may delegate this function to any other officers of the Board. The Chairperson or Chairperson's designee shall be responsible for providing a one-week notice of meetings to all representatives of participatory agencies. The Chairperson shall be the Primary Signor on the Administrative Fund.

- b. VICE-CHAIRPERSON - The Vice-Chairperson shall, during the absence of the Chairperson, perform the duties of the Chairperson, or in the case of the inability of the Chairperson to act, be vested with the powers of the Chairperson. The Vice-Chairperson shall also perform such other duties and exercise such other powers as may be from time to time imposed by resolution or motion of the Governing Board. The Vice Chair shall also be an authorized signor on the Administrative Fund.
- c. SECRETARY/TREASURER - The Secretary/ Treasurer shall assist the Chairperson in the preparation of meeting agendas, and shall provide minutes of all meetings of the Governing Board and maintain the permanent records of the Board. The Secretary/Treasurer, with approval of the Board, may appoint a Recording Secretary, either a person or a firm, to take minutes, send meeting notices, keeps records, and maintain permanent records of the Board, under the direct supervision of the Secretary/Treasurer. The Secretary/Treasurer shall reconcile the Administrative Fund checking account and maintain records of deposits to and expenditures from the Administrative Fund.

## 6 COMMITTEES.

- a. ADVISORY COMMITTEE - The Advisory Committee will be appointed by the Board to work with the Consultant and Administrator on the day to day operations of the Group. The Advisory Committee will be a working group without decision-making authority. The Advisory Committee may develop and make recommendations on issues related to operations of the Group. Any recommendations from the Advisory Committee will be submitted to the

IGHCP Board for approval by the Group.

- b. WELLNESS COMMITTEE - The Wellness Committee will be appointed by the Board to work with the Consultant and Administrator on research, implementation, and analysis of wellness initiatives for the benefit of the Group. The Wellness Committee will be a working group without decision-making authority. The Wellness Committee may develop and make recommendations on issues related to operations of the Group. Any recommendations from the Wellness Committee will be submitted to the IGHCP Board for approval by the Group.
  - c. COMMITTEE MAKEUP AND ORGANIZATION – Any Committee established through these Bylaws will consist of the three Elected Officers and four designated representatives of IGHCP participating agencies. Each of the four designated representatives will be approved by the Group and serve a term lasting two years. Two of the initial four designated representatives shall serve a three-year term so that two of the four designated representatives serve terms that expire in even numbers years and the other two designated representatives serve terms that expire in odd numbered years. The appointment of designated representatives will occur at the Group meeting held in February each year. In the event a designated representative cannot complete a full term, the Group can appoint an interim representative.
7. ENGAGEMENT OF ADMINISTRATOR. The Board shall contract with an Administrator to manage and administer claims for the Plan. Such Administrator shall be determined at the Annual Meeting of the Board. A copy of any contract with said Administrator shall be furnished to each participatory agency on request.
  8. ENGAGEMENT OF CONSULTANT. The Board shall contract with a Consultant to manage the operation of the Plan. Such Consultant shall be determined at the Annual Meeting of the Board. A copy of any contract with said Consultant shall be furnished to each participatory agency on request.
  9. AUDIT PROVISION. The Board shall from time to time, employ such independent auditors as are necessary to insure that the accounts and funds are in proper order for all checking and trust accounts. At least once each year the Board shall verify the Employee Bonding arrangements of the Plan and Administrator by receiving and reviewing a current "Certificate of Insurance" showing coverage amounts, Insuring Company, and dates of coverage.

10. INSURANCE CONTRACTS. Any insurance contracts deemed necessary by the Board to safeguard the funds of the Plan or promote the welfare of the employees or sound fiscal management shall be determined by the Board.
11. DEPOSIT OR ASSESSMENT. The deposit or cost to be assessed the participatory agencies under the Plan shall be annually established by each participatory agency prior to July 31st of each year for the period of July 31st through June 30th of the following year, based on the rates assigned to that agency by the insurance carrier. Consistent with the 28E Agreement, each participatory agency shall be responsible for the timely payment of its respective deposit or cost assessed. Failure by a participatory agency to remit payments when due shall be considered cause for expulsion from the group plan and cancellation of insurance coverage at the discretion of the Board.
12. ADMINISTRATIVE FUND. Consistent with the 28E Agreement, the Board may establish and maintain a separate Administrative Fund for costs and expenses associated with the administration of the IGHCP Group. The amount of the payments to said fund shall be determined by the majority vote of all representatives entitled to attend meetings and vote, and shall be assessed on a pro-rata basis according to the respective number of employees covered by the Plan. Withdrawals from said fund shall be by checks or drafts signed by the Chairperson or Vice Chairperson following approval by the Board.
13. NEW ENTRANTS INTO PLAN. Upon written request, the Board will consider new entrants into the Group based on the following criteria:
  - a. Potential new participating agencies must be willing to share responsibility for overall performance of the plan standards and accept the current in-force approach to the provision of benefits.
  - b. Potential new participating agencies must furnish the Consultant, current claims information and census figures on their present work force.
  - c. The Consultant will be responsible to the existing Participating Agencies for disclosure of marketing efforts and initiatives. A report providing information about each new group entering the Plan will be provided each Board Representative. This information will include but is not limited to, Name, Entry Date, claims ratios and size.
  - e. Effective date of entry for new groups shall be based on the effective date of coverage and renew each July 1st.

ADOPTED AND APPROVED this 14<sup>th</sup> day of February, 2020.

SIGNED:

  
BOARD VICE-CHAIRPERSON